

# **AMENDMENT TO THE ARTICLES OF INCORPORATION OF A TEXAS NON-PROFIT CORPORATION**

Articles 4.01-4.05 of the Texas Non-Profit Corporation Act govern amendments to the articles of incorporation of non-profit corporations. This summary is designed to provide information on procedural matters. The summary and the information provided are not substitutes for the advice of an attorney. It is recommended that the services of an attorney be obtained for information and advice concerning amendments to the articles of incorporation. **THE OFFICE OF THE SECRETARY OF STATE DOES NOT PROVIDE A FORM FOR ARTICLES OF AMENDMENT.**

A corporation may amend its articles of incorporation at any time and in as many respects as may be desired, so long as the articles as amended contain only such provisions as are lawful under the Act. Amendments may be adopted to change the language of an existing article, to add an article or to delete an article. If extensive amendments are proposed, the corporation may wish to consider filing restated articles of incorporation pursuant to article 1396-4.06 of the Texas Non-Profit Corporation Act. Forms for restated articles are not provided by this office.

Amendments are adopted in the following manner:

If the corporation has members with voting rights, the board of directors adopts a resolution setting forth the proposed amendment. The resolution is submitted to a vote at a meeting of the members. The proposed amendment is adopted upon receiving the vote of two-thirds of the votes which members present, in person or by proxy, were entitled to cast. In the alternative, amendments may be adopted by the unanimous written consent of the members.

If the corporation has no members or no members with voting rights, the amendment is adopted by a majority vote of the board of directors. In addition, there are certain specific nonsubstantive amendments which may be adopted by majority vote of the board of directors of a corporation which has members with voting rights.

Articles of Amendment must contain the following information:

1. The name of the corporation. If the amendment changes the name of the corporation, the name of the corporation as it currently appears on the records of the secretary of state should be stated.
2. The amendment:
  - (a) If the amendment changes an existing article, an identification of the article number being changed and a statement of the text of the article as it is amended to read.
  - (b) If the amendment deletes an existing article, an identification of the article number being deleted.
  - (c) If the amendment adds an article, an identification of the new article number and a statement of the article as it will read.

3. If there are members having voting rights:
  - (a) A statement setting forth:
    - (1) the date of the meeting of members at which the amendment was adopted;
    - (2) that a quorum was present; and
    - (3) that the amendment received at least a two thirds vote of the members.
  - (b) Or in the alternative, a statement that the amendment was adopted by a consent in writing signed by all members entitled to vote.
4. If there are no members, or no members having voting rights, a statement setting forth:
  - (a) that there are no members or no members with voting rights; and
  - (b) the date of the meeting of the board of directors at which the amendment was adopted; and
  - (c) a statement that the amendment received the vote of a majority of directors.

The filing fee for articles of amendment is \$25.00. Personal checks and MasterCard®, Visa®, and Discover® are accepted in payment of the filing fee. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

An authorized officer of the corporation must sign the articles of amendment (they do not need to be notarized). Two copies of the amendment along with the filing fee should be mailed to the Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711. The delivery address is Secretary of State, Statutory Filings Division, Corporations Section, James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on file and return a file stamped copy for your records, if a duplicate copy was provided for such purpose. The telephone number is (512) 463-5555; TDD: (800) 735-2989; FAX: (512) 463-5709. E-mail inquiries may be directed to *corphelp@sos.state.tx.us*. Additional forms and information also may be obtained from our website at *http://www.sos.state.tx.us*.

**Prior to signing, please review carefully the statements set forth in the document. A person commits an offense under the Texas Non-Profit Corporation Act if the person signs a document knowing it is false in any material respect with the intent that the document be delivered to the Secretary of State for filing. The offense is a Class A misdemeanor.**

Tax exempt status under section 501(c) of the Internal Revenue Code is granted by the Internal Revenue Service; any questions concerning procedures or requisite language in organizational documents for tax exemption purposes should be directed to the IRS.